

Appendix C

Class III Gaming Station Transfer Agreement

This Class III Gaming Station Transfer Agreement ("Agreement"), is made and entered into between the Hoh Indian Tribe ("Transferor"), and the Muckleshoot Indian Tribe ("Transferee"), and the State of Washington ("State") for purposes of transferring authority and use of Class III Gaming Stations between Tribes which have entered into Tribal – State Compacts for Class III Gaming with the State and as a Memorandum of Understanding between the State and Tribal parties authorizing and memorializing the transfer.

AGREEMENT

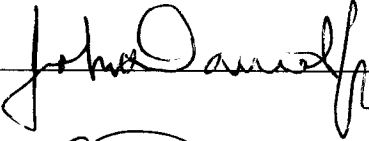
1. **TRANSFER.** Transferor hereby transfers and assigns to Transferee, for the Term set forth below, all of Transferor's Class III Gaming Station authority for the use of sixteen (16) Class III Gaming Stations to which Transferor is now or may hereafter become entitled during the Term of this Agreement.
2. **TERM.** The Term of this Agreement, and all rights and authority granted hereby, shall be from March 7, 2002 through March 7, 2012 and shall commence at 12:01 AM on the first date entered above and expire at 11:59 PM of the last date entered above unless other hours are so specified herein.
3. **REPRESENTATIONS AND AGREEMENTS.** Transferor represents and agrees that it is or will become at the commencement of the term of this Agreement, capable and authorized to utilize the number of Class III Gaming Stations noted above, that no other grant or transfer of any rights relative to the number of Class III Gaming Stations which would conflict with the authority transferred hereby has occurred or will occur, and that it fully waives and surrenders the right to utilize the number of Class III Gaming Stations noted above for the term of this Agreement. Transferee represents and agrees that it is legally authorized to utilize Class III Gaming Stations and is capable and authorized to accept the transfer of authority herein. State represents and agrees that both Transferor and Transferee are authorized under the terms of valid Tribal – State Compacts to utilize Class III Gaming Stations, and, that upon execution of this Agreement by the parties, Transferor and Transferee may effectuate the transfer of authority for the use of the number of Class III Gaming Stations specified herein for the term of this Agreement.
4. **ENTIRE AGREEMENT.** This Agreement contains the entire agreement of the parties as to the legal capabilities and authorizations for the transfer specified herein. No party is relying on any statement, representation or document which is not contained or referenced in this Agreement. Transferor and Transferee may enter into separate

agreements related to the utilization of Class III Gaming Stations transferred hereby, PROVIDED, that the terms of such separate agreements shall not affect the legal capabilities and authorizations for the transfer specified herein.

IN WITNESS WHEREOF, the parties hereto have duly executed this Class III Gaming Station Transfer Agreement.

Transferee

By:

_____

State

By:

_____

09-24-02

Transferor

By:

_____



MUCKLESHOOT INDIAN TRIBE

OFFICE OF THE TRIBAL ATTORNEY

39015 - 172ND Avenue S.E. • Auburn, Washington 98092-9763

Phone: (253) 939-3311 • FAX: (253) 931-8570



RECEIVED

SEP 12 2002

GAMBLING COMMISSION
DIRECTOR'S OFFICE

September 6, 2002

Rick Day, Executive Director
Washington State Gambling Commission
P.O. Box 42400
Olympia, WA. 98504-2400

Dear Mr. Day:

Attached please find the Class III Gaming Station Transfer Agreement between Muckleshoot Indian Tribe and the Hoh Indian Tribe. Please sign and return the original agreement.

This agreement is identical to the one previously executed for the Muckleshoot Indian Tribe and the Quileute Indian Tribe.

If you should have any questions please feel free to contact me at 253-804-444. Ext. 2007.

Sincerely,

Linda Deaverus for

Deryl Brown-Archie
Muckleshoot Tribal Attorney

Attachment